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RECORDATION NO. 23796A FILED

JUN 25 '04

4-31 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

June 25, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of June 25, 2004. The primary document to which this is connected is recorded under Recordation No. 23796. We request that this document be recorded under Recordation No. 23796-A.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

Key Equipment Finance, a Division of Key Corporate Capital, Inc.
66 South Pearl Street
Albany, NY 12201

Assignee:

General Electric Capital Corporation
4 North Park Drive, Suite 500
Hunt Valley, MD 21030

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of 87 cars numbered EJE 4131-4199, inclusive, 4350-4355, inclusive, and 4357-4368, inclusive.

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Honorable Vernon A. Williams
June 25, 2004
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A fee of \$ 30.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between Key Equipment Finance, a Division of Key Corporate Capital, Inc., 66 South Pearl Street, Albany, NY 12201, and General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, covering 87 cars numbered EJE 4131-4199, inclusive, 4350-4355, inclusive, and 4357-4368, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23796-A FILED

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MEMORANDUM OF ASSIGNMENT AND AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Agreement is dated as of June 25, 2004 by and between KEYCORP EQUIPMENT FINANCE, formerly known as KEYCORP LEASING, a division of KEY CORPORATE CAPITAL, INC., the "Assignor," and GENERAL ELECTRIC CAPITAL CORPORATION, the "Assignee."

WITNESSETH:

1. Assignor, as lessor, entered into a Memorandum of Lease Agreement (the "Lease") dated as of December 28, 2001 with Elgin, Joliet and Eastern Railway Company, Union Railroad Company, Lake Terminal Railroad Company, Birmingham Southern Railroad Company, and McKeesport Connecting Railroad Company, as lessees, to lease 87 cars numbered EJE 4131-4199, inclusive, 4350-4355, inclusive, and 4357-4368, inclusive (the "Equipment"), to lessees, which was recorded on December 28, 2001 at the Surface Transportation Board (the "Board") under Recordation No. 23796.

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor is, effective as of the date hereof: (a) assigning to Assignee, all rights, title, interests, and obligations of Assignor in, under and to the Lease, and Assignee is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on June 25, 2004 at 12:01 a.m. Eastern Daylight Time; and (b) selling the Equipment to Assignee, and Assignee shall be the owner of the Equipment and Assignor shall have no interest or authority of any nature regarding the Equipment. Assignor is not transferring, and Assignee is not assuming, any obligations or liabilities of Assignor under or in any way related to the Lease.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

KEY EQUIPMENT FINANCE, formerly
known as KEYCORP LEASING, a division
of KEY CORPORATE CAPITAL INC.
as Assignor

By: Brooke Emmel

Name: Brooke Emmel

Title: Regional Business Unit Manager

GENERAL ELECTRIC CAPITAL
CORPORATION
as Assignee

By: _____

Name: _____

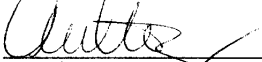
Title: _____

IN WITNESS WHEREOF, each of the parties hereto have caused this Memorandum of Assignment and Agreement to be executed by its duly authorized officer as of the date first written above.

KEYCORP LEASING, a division of KEY
CORPORATE CAPITAL, INC.
as Assignor

By: _____
Name: _____
Title: _____

GENERAL ELECTRIC CAPITAL
CORPORATION
as Assignee

By:  _____
Name: Annette Skallion
Title: Operation Manager

STATE OF NEW YORK)
) ss
COUNTY OF WASHINGTON)

On this ____ day of June, 2004, before me personally appeared _____,
to me personally known, who being by me duly sworn, says that he is the
_____, of Keycorp Leasing, a division of Key Corporate Capital, Inc.,
that the foregoing instrument was signed on behalf of said limited liability corporation,
and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF MARYLAND)
) ss
COUNTY OF BALTIMORE)

On this 24th day of June, 2004, before me personally appeared Annette Sealfon,
to me personally known, who being by me duly sworn, says that he is the
Operation Mgr, of General Electric Capital Corporation that the foregoing
instrument was signed on behalf of said corporation, and he acknowledged that the
execution of the said instrument was his free act and deed.

My commission expires: 11-24-2007

Barbara Roginski
NOTARY PUBLIC

